

# TRINITY INDUSTRIES LEASING COMPANY

*A Subsidiary of Trinity Industries, Inc.*



RECORDATION NO. 16017 LL FILED 1425

AUG 30 1994 -- 00 PM

RECORDATION NO. 16017 LL FILED

August 30, 1994

INTERSTATE COMMERCE COMMISSION

AUG 30 1994 -- 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary

Interstate Commerce Commission

Twelfth Street & Constitution Avenue N.W.

Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

RECORDATION NO. 16017 NN FILED 1425

AUG 30 1994 -- 00 PM

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 7)

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16017 00 FILED 1425

AUG 30 1994 -- 00 PM

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1994, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1994, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Seventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of

August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 83 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Seventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Seventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Seventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

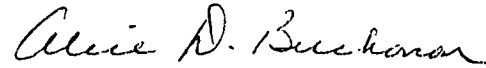
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Seventh Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1994, between the Company (as vendor and lessee), and

the Bank, as Trustee, and covering Forty Nine (49) railroad cars , and (ii) Assignment, a primary document, dated August 30, 1994, between the Company (as Assignor), and the Bank, as Trustee, and covering Forty Nine (49) railroad cars .

- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1994, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Seventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1994, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Alice D. Buchanan  
Paralegal

:ab  
Enclosures

ICC-ltr.7-7

BILL OF SALE

(Series 7-7)

NATIONSBANK OF TEXAS, N.A.,  
AS TRUSTEE  
TO

RECORDATION NO. 1601700 FILED 1425

AUG 30 1994 - 4:00 PM

TRINITY INDUSTRIES LEASING COMPANY

INTERSTATE COMMERCE COMMISSION

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of November 4, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated August 30, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 83 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: the 5 railcars covered by the Existing Lease with ADM Transportation Company dated January 21, 1981 (Partial Rider 2) (such Lease having been assumed by Cargill, Inc.); 48 railcars covered by the Existing Lease with Bartlett and Company dated August 14, 1985 (Riders 1 & 2); 13 railcars covered by the Existing Lease with Burlington Northern Railroad Company dated February 26, 1987 (Partial Riders 1 & 2) (such Lease having been assumed by Bartlett and Company); 9 railcars covered by the Existing Lease with Columbus & Greenville Railway Company dated August 20, 1981 (Rider 3) (such Lease having been assumed by Bartlett and Company); 4 railcars covered by the Existing Lease with Cargill, Inc. dated May 17, 1979 (Rider 9) (such Lease having been assumed by Bartlett and Company); and 4 railcars covered by the Existing Lease with Farmers Cooperative Grain dated February 6, 1980 (Rider 1) (such Lease having been assumed by Bartlett and Company), respectively as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 30th day of August, 1994.

NATIONSBANK OF TEXAS, N.A.

By: [Signature]  
Vice President

Attest:  
[Signature]  
Assistant Vice President

STATE OF TEXAS

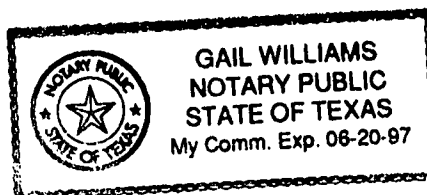
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COUNTY OF DALLAS

On this 29th day of August, 1994, before me personally appeared Linda McNeil, to me personally known, who being by me duly sworn, says that she is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Williams  
Signature of Notary Public

My Commission Expires:  
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**EXHIBIT A  
DESCRIPTION OF LEASES**

(Series 7-7)

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	4,750 Cu. Ft. Covered Hopper Cars	TILX 1856,1871,1886,1891,1892

2. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars (Riders 1 & 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
48	4,750 Cu. Ft. Covered Hopper Cars	TILX 1452,1459,1462,1465,1470, 1471,1491,1493,1495,1496, 1497,1498,1501,1507,1510, 1512,1514,1515,1518,1519, 1526,1530,1537,1542,1545, 1547,1550,1553,1632,1634, 1635,1638,1640,1641,1647, 1657,1691,1812,1819,1820, 1907,1914,1920,1922,1932, 1934,1936,1940

3. Railroad Car Lease Agreement, dated February 26, 1987, between Trinity Industries Leasing Company and Burlington Northern Railroad Company covering the following described railroad cars (Partial Riders 1 & 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
13	4,750 Cu. Ft. Covered Hopper Cars	TILX 511046,511049,511063, 511096,511801,511803, 511926, 511934,511995,511996, 512000,512007,512011

4. Railroad Car Lease Agreement, dated August 20, 1981, between Trinity Industries Leasing Company and Columbus & Greenville Railway Company covering the following described railroad cars (Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
9	4,750 Cu. Ft. Covered Hopper Cars	CAGY 406-408, 415,423,432,433,435,437

5. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. Covered Hopper Cars	TILX 511966,511967,511980, 511983

6. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and Farmers Cooperative Grain covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	4,750 Cu. Ft. Covered Hopper Cars	TILX 511741,511742,511751, 511754

**EXHIBIT B**  
**DESCRIPTION OF EQUIPMENT TRUST**

(Series 7-7)

Quantity and Type	Class	Capacity	Initialed Car Nos.
5	Covered Hopper Cars	4,750 Cu. Ft.	TILX 1856,1871,1886,1891, 1892
48	Covered Hopper Cars	4,750 Cu. Ft.	TILX 1452,1459,1462,1465, 1470, 1471,1491,1493,1495, 1496, 1497,1498,1501,1507, 1510, 1512,1514,1515,1518, 1519, 1526,1530,1537,1542, 1545, 1547,1550,1553,1632, 1634, 1635,1638,1640,1641, 1647, 1657,1691,1812,1819, 1820, 1907,1914,1920,1922, 1932, 1934,1936,1940
13	Covered Hopper Cars	4,750 Cu. Ft.	TILX 511046,511049, 511063, 511096,511801, 511803,511926, 511934,511995, 511996,512000, 512007,512011
9	Covered Hopper Cars	4,750 Cu. Ft.	CAGY 406-408, 415,423,432,433,435, 437



Quantity and Type	Class	Capacity	Initialed Car Nos.
4	Covered Hopper Cars	4,750 Cu. Ft.	TILX 511966,511967, 511980, 511983
4	Covered Hopper Cars	4,750 Cu. Ft.	TILX 511741,511742, 511751, 511754

exhb.7-7